

MINUTES OF SPECIAL MEETING

OF

THE CHINA SOCIETY OF AMERICA

19 WEST 44TH STREET, NEW YORK

September 27, 1922.

The China Society of America met at National Headquarters in New York City, in Special Session, in accordance with the notice sent to all members on September 9, 1922.

There were present, in person, the following:

W. F. Carey	Charles F. MacLean
Edward B. Bruce	M. J. Miller
John J. Brawley	Mrs. M. T. Price
Robert McElroy	J. F. Rhame

and, by duly signed proxies, the following:

I. Members naming President Carey as proxy:

John Jay Abbott	Sumner Ford
Miss Alma F. Adams	Mrs. Simeon Ford
Robert Allerton	Warren D. Foster
Mrs. Richard S. Barnes	Lewis B. Gawtry
Crawford M. Bishop	The Graef Hat Band Mfg. Co.
Edw. Bloom Co.	
Edw. Bodmer, Jr.	Carl W. Hamilton
Richard V. Briesen	Albert Bushnell Hart
Ernest D. Burton	Hildred M. Hawkins
Samuel C. Bushnell	F. C. Hitchcock
T. H. Chang	T. Hsieh
Ta Chen	G. E. Huggins
Charles Cheney	Geo. S. Humphrey
F. H. Clark	Alex. C. Humphreys
A. E. Cory	J. W. Jenks
Crane Bros. Inc.,	K. S. Latourette
(W. B. Crane, Pres.)	J. Shiang-Min Lee
Crompton & Knowles	Lee To
Loom Works	Frank E. Low
M. D. Currie	John A. Mapes
Grosvenor Dawe	Geo. S. McKearin
Robert Dollar	C. C. Miles
F. N. Doubleday	Henry D. B. B. Moore
S. A. Everett	H. K. Murphy
John E. Ewell	R. W. Orcutt
Edward I. Farmer	R. C. Patterson, Jr.
Everett O. Fisk	Denman W. Ross
Soon Fong	Serrell Bros.
Ng Chark Foon	T. K. Lincoln Shah

Galen L. Stone
J. A. Thomas
Peter H. Troy
Miss C. H. Whitmore

Wilkes-Barre Silk Co.
(Geo. A. Post, Treas.)
Mary C. Woolverton
(Mrs. S.)

II. Members naming Dr. McElroy as proxy:

Andrew B. Humphrey, Ramsay Peugnet
Mrs. M. W. Ferris T. P. Wang

III. Members naming Dr. R. A. Ward as proxy:
Frank Mason North and William Hung

IV. Members naming Dr. J. W. Jenks as proxy:
F. S. Brockman

V. Members naming C. F. Yao as proxy:
Roland Moore

The Minutes of the last meeting were read and approved.

The Managing Director then read his report as follows: "The chief work of The China Society of America during the summer months has been reorganization. Frederic Eugene Reeve, certified public accountant was engaged to audit the books for the years following June 1, 1920, and found the accounts in good order.

"Mr. William Church Osborn of New York was asked to report what steps were necessary to put into operation the new Constitution, a copy of which was mailed to each member on August 8, printed in Pamphlet No. I. His suggestions were as follows:

OSBORN, FLEMING & WHITTLESEY
COUNSELLORS AT LAW
170 BROADWAY
NEW YORK

MR. ROBERT McELROY, August 30, 1922.
19 West 44th Street,
New York City.

MR. DEAR MR. McELROY

Replying to your letter of August 28th, which raises two points: First, the change of the number of directors, and, second, the change of the date of the annual meeting.

First, Section 14 of the Membership Corporation Law provides that the number of its directors may be changed by the vote of a majority of its *members* present at an annual meeting or at any special meeting duly called for that purpose. A special meeting shall be called by giving two weeks' notice in writing to each member, which notice shall be served personally by mail to the last known post-office address of the members *or* by publication once a week for three successive weeks in two newspapers within the county where the special meeting is to be held. After such meeting, a *certificate* shall be filed and the number of directors shall thereupon be increased.

Second, the time for holding the annual meeting may also be changed at the annual or special meeting. This is also effected by the vote of the members at a special or annual meeting, and by filing a certificate.

Both these changes might be considered at one meeting called by a notice specifying the different objects of the meeting. I enclose a form of notice which is suitable for calling these meetings. You will notice that these changes are to be made by the members so that it is of no consequence who were the former directors.

It does not seem to me that the acts of the directors acting as such under supposed authority would be invalid especially as they have probably been ratified at the annual meetings of the Society. If this latter action has not been taken, it should be taken at the next meeting. In any event, the Society itself could not question any action taken by the directors.

If you desire any further information, kindly let me know.

Yours very truly,

(Signed)

WM. CHURCH OSBORN.

"The present meeting was called in accordance with his suggestions, and the Constitution is now presented for your final decision, involving three important changes:

- "(1) An increase in the number of the Board of Directors;
- "(2) A change of the date of the Annual Meeting;
- "(3) The creation of an Executive Council composed of six Vice-Presidents, the Managing Director and the Treasurer;
- "(4) The creation of several new classes of membership.

"Pending the completion of our organization plans, it seemed best not to draw upon the funds raised by

the special canvass conducted by Mr. Carey, Mr. Perin, Mr. Bruce and your Managing Director, until all legal questions had been properly adjusted. The checks therefore were deposited in the Bank of America, whose President, Mr. Edward C. Delafield, has consented to act as Treasurer of The China Society of America, and have not been disturbed.

"Mr. Carey has generously advanced the money necessary to conduct the work of the Society, except so much as was available in the general accounts of the Society and the amounts received from dues. These were all deposited to the personal account of your Managing Director, in the Guaranty Trust Company, and their amounts, together with the details of expenditure, appear in the financial report submitted.

"New and larger quarters have been taken and fitted up at 19 West 44th Street, where we hope to receive all members visiting New York.

"Early in June, at a luncheon attended by the President, three Vice-Presidents, Mr. Huggins and the Managing Director, it was decided to suggest to the active clergymen in New York and the four neighboring states, that their services of Sunday, September 17th, Constitution Day, be devoted to the task of emphasizing the fact that the principles of our Constitution are today on trial in China.

"Concerning this plan, Dr. David Jayne Hill, Chairman of the National Committee which first instituted the annual celebration of Constitution Day, wrote to your Director, who was the active head of that committee:

" 'Your letter of July 12th regarding the national movement for celebrating Constitution Day next September in a manner similar to that so successfully pursued in 1919 has reached me. . . . You can render China no better service than to impress upon our own people the value of Constitutional Government, not only to ourselves, but to the future of China, and I hope you will carry out the project you have outlined. I am confident our National Association for Constitutional Government will be pleased to associate itself with you in this work.'

"The plan was carried out, but only in five states, as the time was too short for the organization of a national movement.

"Eight hundred and fifty clergymen adopted the suggestion, and to each was sent one or more copies of Pamphlet No. II, which is in effect an address especially prepared for use upon these occasions. Some ministers asked for one, some for one hundred

copies, and each received what he requested. Therefore five thousand copies of Pamphlet No. II were distributed on application, and we have reason to believe that over 800 China Society meetings were held on Constitution Day.

"A brief publicity notice regarding these meetings was mailed to the 14 leading newspapers printed in English in China, and a similar notice was sent to the New York papers.

"Pamphlet No. III was prepared by Mr. Merle R. Walker, one of our Directors. It contains personal sketches of the 24 men regarded as most prominent in Chinese politics at the present moment, and therefore most likely to figure in the Peking dispatches. Copies have been mailed to all members, and to the list of prospective members.

"In addition to these activities, two elaborate interviews have been prepared and sent to the leading newspapers in 48 districts of the United States. This work was done by the Edward Marshall Syndicate, one of the best known special feature syndicates in America.

"The first interview was with Mr. Carey, the new President of The China Society of America. The second was with Mr. William Church Osborn, one of our members, who has recently returned from an extended tour in China.

"Together, these interviews represent many pages of newspaper publicity in many sections of the country.

"Aside from these instances, there has been little publicity during the summer. ASIA, in the August number, published a picture of President Li Yuan Hung, with acknowledgment. The Director has also furnished for a forthcoming issue of ASIA a brief review of General Golovin's "Problem of the Pacific."

"The Director has also made several addresses for the Society during the summer. The first was at a luncheon of the Philadelphia Export Club on June 26th. The rest were at the Eighteenth Annual Conference of the Eastern Section, Chinese Students' Alliance in America, at Ithaca, where the Director spoke four times and furnished two other speakers, Mrs. M. T. Price and Mr. C. Y. Cheng. Of Mrs. Price's address the official Bulletin of the congress declared: 'That she has sensed the impression left by Abraham Lincoln on his audience after the famous Gettysburg speech, is the fact admitted by all delegates who attended the address by Mrs. M. T. Price of New York this morning. . . . on the subject 'The Spirit of Youth and China.'

"Mr. Cheng, who last year was President of the China Students' Club of Columbia University, attended the conference as a representative of The China Society, in charge of the distribution of literature and of work in the interest of student memberships.

"Two resignations from the Board of Directors have been received during the summer:

"(1) Mrs. Walter Weyl.

"(2) Mr. Tsze E. Pun.

"As there has been no formal meeting of the Board of Directors since the last meeting of the China Society on June 22, 1922, these resignations have not yet been considered, but formal acknowledgments have been sent by the Director.

"There has been no special effort made during the summer to secure new members, but a few names have been added to our roll, and there have also been a number of renewals.

"There are pending certain matters of importance:

"(1) Dr. G. T. Chao, Director for the Tsing Hua Students in America, came to New York on June 15th to lunch with your Managing Director and discuss certain questions relating to the large and important body of Chinese students studying in our various colleges and universities.

"After his return to Washington Dr. Chao sent the Society a manuscript from one of the students under his charge with the explanation: 'Thinking that you may be interested in knowing the difficulties of our students in regard to opportunities for practical experience, I am sending an extract from a report of Mr. En-Lang Chao, a graduate of the Massachusetts Institute of Technology.'

"The enclosed report, after explaining how difficult it is for even the best-trained Chinese student to get practical experience in engineering, sums up the question in these words: 'After we get through our undergraduate course in any division or branch of engineering, we really don't know very much about our profession, save a little bit here and there from text-books.' He then adds that there is 'a suggestion I venture to make to you which . . . will possibly help to give the Chinese engineering student a fair chance to learn something that is common sense to every practical man. . . .'

"My idea is that the mission, either directly or indirectly through the diplomatic channels, shall negotiate with the several big industrial concerns in this country and make agreements with them that they will take in a certain number of Chinese engi-

neering graduates each year, distributing them into their different works and giving them a general training along their respective lines.'

"Dr. Chao and your Director are agreed that perhaps this work could be done best by the China Society. With the aid of the representatives of the great corporations which have generously contributed to our maintenance, it would not be difficult to solve this problem, considered by those in a position to know best, 'the most important unsolved problem' connected with the education of Chinese in America.

"(2) Another incident of interest is the question of a Chinese play, recently written by Mr. Maurice V. Samuels, author of 'The Wanderer' and other commercially successful plays. Mr. Samuels has submitted the text of his new play 'The Flame of Love' to the China Society in the hope that, if it meets our approval, we may be willing to give it our moral support and possibly aid him in making arrangements for its production, not as a subsidized performance, but as a commercial play which interprets the more idealistic side of China. No decision has been as yet reached in this matter, and the MS. is now being read by Mrs. Price.

"(3) Your Director has discussed with the Chinese Consul General, the Honorable Ziang Ling Chang, the general question of the elimination from the stage and the movie film certain anti-Chinese features which have become almost stereotyped tradition, and we are planning another meeting with reference to the same subject for the near future.

"There have been minor activities too numerous to mention in detail: for example, a plan to form a China Society for Southern California, concerning which your Director has been and still is in correspondence with Mr. Garner Curran, President of the Pan-Pacific Service Bureau, Los Angeles.

"Respectfully submitted,

"ROBERT McELROY,

Managing Director."

The special order of the day being the adoption of the Constitution, which had been sent in printed form to all members on August 8, 1922, the President called for its consideration. After a brief discussion the Constitution was adopted without change, the vote being: Yeas, 72; Nays, 0.

The ratifying resolution was as follows:

Resolved: That the Constitution of The China Society of America, as printed in Pamphlet No. I

of the China Society Pamphlets, be and is hereby approved.

The following resolutions were then approved, the vote being the same as on the adoption of the Constitution:

Resolved: That the actions taken by the President and the Managing Director since the last meeting of this Society be and are hereby approved.

Resolved: That the Bank of America is authorized to honor checks drawn on the account of The China Society of America when signed by any two of the following:

- (1) William F. Carey;
- (2) Edward C. Delafield;
- (3) Robert McElroy;
- (4) Emma C. Hanf.

Resolved: That the Directors of The China Society of America, elected at the annual meetings of the past years, be and hereby are confirmed, and that the actions of the Board to which they were elected be and hereby are declared the authorized actions of The China Society of America.

Resolved: That the China Society of America, in special meeting assembled, this twenty-seventh day of September, nineteen hundred and twenty-two, desires to express its deep sorrow at the death of James Wesley Kinnear, one of its honored members, and that a copy of this resolution be sent to his bereaved family.

As the new Constitution gives to the Board of Directors power "to fill temporary vacancies in its own membership occurring between stated meetings of the Society," it was unanimously

Resolved: That the Board be asked to elect at its next meeting, Mr. Owen F. Roberts, to fill the vacancy caused by the resignation of Mr. Tsze E. Pun.

The Managing Director was instructed to write to each member of the Board of Directors, calling attention to the fact that a set of By-Laws—printed in Pamphlet No. II—will be presented for adoption at the next meeting of the Board, and asking for criticism or suggested alterations in advance of that meeting.

The meeting then adjourned.

ROBERT McELROY,

Secretary, pro tem.